

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

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ANGELA NGUYEN,)
Plaintiff and)
Defendant-in-Counterclaim,)
vs.)
NATIONAL LENDING) Civil Action No. 05-10531-JLT
CORPORATION,)
Defendant and)
Plaintiff-in-Counterclaim,)
And HAO NGUYEN,)
Defendant,)
)

**COUNTERCLAIM DEFENDANT ANGELA NGUYEN'S ANSWER TO
COUNTERCLAIM PLAINTIFF NATIONAL LENDING CORPORATION'S
COUNTERCLAIM**

Now comes Angela Nguyen, Plaintiff and Counterclaim Defendant, and hereby responds to the corresponding numbered allegations of National Lending Corporation's Counterclaim as follows:

Parties

1. Admitted.
2. Admitted.
3. Admitted.

Factual Background

4. Angela Nguyen lacks adequate information to admit or deny the allegations contained in paragraph 4 of National Lending Corporation's Counterclaim, and leaves National Lending Corporation to its proof.
5. Admitted.
6. Angela Nguyen admits that she contracted to work for National Lending Corporation, but lacks adequate information to admit or deny that Exhibit A attached to National Lending Corporation's Counterclaim is a true and accurate copy of the "Agreement" between the parties, and leaves National Lending Corporation to its proof.
7. Angela Nguyen lacks adequate information to confirm or deny the information contained in paragraph 7 of National Lending Corporation's Counterclaim, and leaves National Lending Corporation to its proof.
8. Angela Nguyen lacks adequate information to confirm or deny the information contained in paragraph 8 of National Lending Corporation's Counterclaim, and leaves National Lending Corporation to its proof.
9. Angela Nguyen lacks adequate information to confirm or deny the information contained in paragraph 9 of National Lending Corporation's Counterclaim, and leaves National Lending Corporation to its proof.
10. Admitted, insofar as paragraph 10 of National Lending Corporation's Counterclaim refers to the time that Ms. Nguyen was employed with National Lending Corporation prior to her termination.
11. Denied.

12. Denied.

13. Denied.

14. Denied.

15. Denied.

COUNT I
BREACH OF CONTACT

16. Paragraph 16 of NLC's Counterclaim does not require any admission or denial.

To the extent that paragraph 16 could be construed as requiring an admission or denial, any allegations contained in said paragraph are effectively denied.

17. Denied.

18. Denied.

19. Denied.

COUNT II
MALICIOUS INTERFERENCE WITH ADVANTAGEOUS BUSINESS AND
CONTRACTUAL RELATIONS

20. Paragraph 20 of NLC's Counterclaim does not require any admission or denial.

To the extent that paragraph 20 could be construed as requiring an admission or denial, any allegations contained in said paragraph are effectively denied.

21. Denied.

22. Denied.

23. Denied.

Angela Nguyen denies any all other allegations contained in NLC's Counterclaim, which have not been specifically addressed herein.

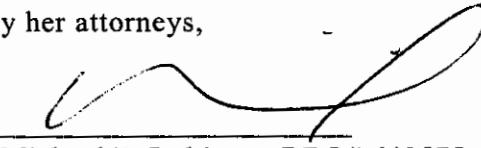
WHEREFORE, Angela Nguyen respectfully request that National Lending Corporation's Counterclaim be denied and dismissed and that judgment be entered in her favor and that she be awarded her fees and costs of suit.

ANGELA NGUYEN HEREBY CLAIMS A TRIAL BY JURY ON ALL ISSUES SO TRIABLE.

Respectfully Submitted,

Plaintiff,

By her attorneys,



Michael P. Robinson BBO# 649575
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AFFIRMATIVE DEFENSES

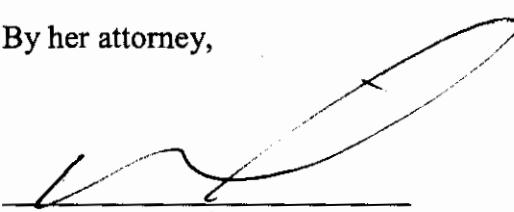
1. National lending Corporation's Counterclaim fails to state a claim upon which relief can be granted.
2. National Lending Corporation's claims are barred by the doctrines of unclean hands, laches, waiver, and/or estoppel.
3. Any damages suffered by National Lending Corporation were not proximately caused by any actions of Angela Nguyen, and/or were caused, if at all, by the actions of another for whom Angela Nguyen is not responsible.

4. National Lending Corporation has failed to mitigate its damages.
5. National Lending Corporation has failed to include an indispensable party.

Respectfully Submitted,

Plaintiff.

By her attorney,



Michael P. Robinson # 649575
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CERTIFICATE

I hereby certify that I mailed a true and accurate copy of Angela Nguyen's Answer to National Lending Corporation's Counterclaim to Tamsin R. Kaplan and Lisa Bernt, at 90 Concord Avenue, Belmont, MA 02478.

